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*Proposed Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
	:
<b>SEARS HOLDINGS CORPORATION, <i>et al.</i>,</b>	:
	:
	:
<b>Debtors.<sup>1</sup></b>	:
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	<b>Chapter 11</b>
	<b>Case No. 18-23538 (RDD)</b>
	<b>(Jointly Administered)</b>

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SRC Sparrow 1 LLC (None); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); SRC Sparrow 2 LLC (None); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); SRC O.P. LLC (None); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); SRC Facilities LLC (None); and SRC Real Estate (TX), LLC (None). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**NOTICE OF FILING OF CONSOLIDATED LIST OF  
CREDITORS HOLDING THE 40 LARGEST UNSECURED CLAIMS**

**PLEASE TAKE NOTICE** that Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**” and, together with their non-debtor affiliates, the “**Company**”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) on October 15, 2018. The following is the consolidated list of the Debtors’ creditors holding the 40 largest unsecured claims (the “**Consolidated List**”) based on the Debtors’ books and records as of October 11, 2018. The Consolidated List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 40 largest unsecured claims on a consolidated basis. None of these creditors is a minor child. The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority or amount of any claim at any later point as they deem appropriate.

**Fill in this information to identify the case:**

Debtor name: Sears Holdings Corporation et al.  
 United States Bankruptcy Court for the: Southern District of New York  
 (State)  
 Case number 18-23538 (RDD) (Jointly Administered)

**Official Form 204**

# Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders

**12/15**

**A list of creditors holding the 40 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 40 largest unsecured claims.**

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	The Pension Benefit Guaranty Corporation Attn.: Judith Starr, General Counsel Office of the Chief Counsel 1200 K Street, N.W., Suite 300 Washington District of Columbia 20005-4026	Attn.: Judith Starr, General Counsel Office of the Chief Counsel Phone: 202-326-4400 x3083 Email: Starr.Judith@pbgc.gov	Pension Benefits				Unliquidated
2	SRAC Medium Term Notes c/o The Bank of New York Mellon Trust Co. Attn.: Mary A. Callahan, Vice President 2 N. LaSalle Street, Suite 700 Chicago, Illinois 60602	Attn.: Mary A. Callahan, Vice President Phone: 312-827-8546 Email: mary.callahan@bnymellon.com	Unsecured Notes				\$2,311,796,000.00
3	Holdings Unsecured Notes (8.00%) c/o Computershare Trust Company, N.A. Attn.: Michael A. Smith, Vice President 2950 Express Drive South, Suite 210 Islandia, New York 11749	Attn.: Michael A. Smith, Vice President - Corporate Trust Phone: 303-262-0707 Email: michael.smith2@computershare.com	Unsecured Notes				\$410,956,500.00
4	Holdings Unsecured PIK Notes (8.00%) c/o Computershare Trust Company, N.A. Attn.: Michael A. Smith, Vice President 2950 Express Drive South, Suite 210 Islandia, New York 11749	Attn.: Michael A. Smith, Vice President - Corporate Trust Phone: 303-262-0707 Email: michael.smith2@computershare.com	Unsecured Notes				\$222,580,652.00
5	SRAC Unsecured Notes c/o The Bank of New York Mellon Trust Co. Attn.: Mary A. Callahan, Vice President 2 N. LaSalle Street, Suite 700 Chicago, Illinois 60602	Attn.: Mary A. Callahan, Vice President Phone: 312-827-8546 Email: mary.callahan@bnymellon.com	Unsecured Notes				\$185,564,300.00
6	SRAC Unsecured PIK Notes c/o The Bank of New York Mellon Trust Co. Attn.: Mary A. Callahan, Vice President 2 N. LaSalle Street, Suite 700 Chicago, Illinois 60602	Attn.: Mary A. Callahan, Vice President Phone: 312-827-8546 Email: mary.callahan@bnymellon.com	Unsecured Notes				\$107,872,763.00

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
7	Whirlpool Corporation Attn.: Aaron Spira 600 West Main Street Benton Harbor, Michigan 49022-2692	Attn.: Aaron Spira Phone: 269-923-5000 Email: aaron_d_spira@whirlpool.com	Trade Payable				\$22,250,103.00
8	WiniaDaewoo Electronics America Attn.: Hyun Suk Choi, Esq. c/o Choi & Park, LLC 11 Broadway, Suite 615 New York, New York 10004	Attn.: Hyun Suk Choi, Esq. Phone: 212-695-0010 Email: hchoi@choiandpark.com	Trade Payable				\$15,535,537.00
9	Cardinal Health Attn: Beth J. Rotenberg, Esq. Scott A. Zuber, Esq. c/o Chiesa Shahinian & Giantomasi PC One Boland Drive West Orange, New Jersey 07052	Attn: Beth J. Rotenberg, Esq. Scott A. Zuber, Esq. Phone: 973-325-1500 Email: brotenberg@csglaw.com szuber@csglaw.com	Trade Payable				\$15,348,095.00
10	Electrolux (Frigidaire Company) Attn: Alan Shaw 703 Waterford Way, Suite 300 Miami, Florida 33126	Attn.: Alan Shaw Phone: 786-388-6400 Email: alan.shaw@electrolux.com	Trade Payable				\$13,744,679.00
11	Icon Health and Fitness Inc. Attn.: Everett Smith 1500 South 1000 West Logan, Utah 84321	Attn.: Everett Smith Phone: 877-993-7999 Email: esmith@iconfitness.com	Trade Payable				\$12,102,200.00
12	Hangzhou Greatstar Industrial Co., Ltd. ("Greatstar") Attn.: Kiah T. Ford IV, Esq. c/o Parker Poe Adams & Bernstein LLP 401 South Tryon Street, Suite 3000 Charlotte, North Carolina 28202	Attn.: Kiah T. Ford IV, Esq. Phone: 704-372-9000 Email: chipford@parkerpoe.com	Trade Payable				\$10,354,683.00
13	Hanesbrands Inc. Attn: Joia Johnson, Chief Administrative Officer and General Counsel 1000 East Hanes Mill Road Winston Salem, North Carolina 27105	Attn: Joia Johnson, Chief Administrative Officer and General Counsel Phone: 336-519-5360 Email: Joia.Johnson@hanes.com	Trade Payable				\$8,380,097.00
14	Paco (China) Garment Ltd. Attn: Lily Wang No 9 Yueyang Road Building B Qingdao, Shandong 266000 China	Attn.: Lily Wang Phone: 86-532-81978137 Email: lily@pacogarment.com	Trade Payable				\$7,220,123.00
15	Apex Tool International LLC Attn.: Jessica Chang 14600 York Road, Suite A Sparks, Maryland 21152	Attn.: Jessica Chang Phone: 410-773-7800 Email: jessica.chang@apextoolgroup.com	Trade Payable				\$6,585,482.00
16	Black & Decker US Inc. Attn.: Robin Z. Weyand, Assistant General Counsel 701 E. Joppa Road Towson, Maryland 21286	Attn.: Robin Z. Weyand, Assistant General Counsel Phone: 410-716-3625 Email: robin.veyand@sbdinc.com	Trade Payable				\$5,925,878.00
17	Tata Consultancy Services Ltd. Attn.: Ashish Gupta 379 Thornal Street, 4th Floor Edison, New Jersey 08837	Attn.: Ashish Gupta Phone: 847-286-6667 Email: ashish.gupta@searshc.com	Trade Payable				\$5,761,976.00
18	Active Media Services Inc. Attn.: Lisa Brown 1 Blue Hill Plaza Pearl River, New York 10965	Attn.: Lisa Brown Phone: 845-735-1700 Email: Lisa.Brown@activeinternational.com	Trade Payable				\$5,424,732.00

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
19	Automotive Rentals Inc. Attn: Brian S. McGrath, Esq. Kristen D. Romano, Esq. c/o McGlinchey Stafford 112 West 34th Street, Suite 1515 New York, New York 10120	Attn: Brian S. McGrath, Esq. Kristen D. Romano, Esq. Phone: 646-362-4000 Email: bmcgrath@mcglinchey.com kromano@mcglinchey.com	Trade Payable				\$5,359,201.00
20	TJ Tianxing Kesheng Leather Products Co Ltd. Attn: Power Wang No. 2 Jianshe Road Baodi District Tianjin, Tianjin 301200 China	Attn: Power Wang Phone: 86-22-29243522 Email: powerwangtxks@vip.126.com	Trade Payable				\$4,857,704.00
21	MKK Enterprises Corp. Attn: President or General Counsel 140 N Orange Avenue City of Industry, California 91744	Attn: President or General Counsel Phone: 626-217-8245 Email: rose@baldwinsun.com	Trade Payable				\$4,799,163.00
22	LG Electronics USA Inc. Attn: Thomas Yoon 1000 Sylvan Avenue Englewood Cliffs, New Jersey 07632	Attn: Thomas Yoon Phone: 888-865-3026 Email: thomas.yoon@lge.com	Trade Payable				\$4,746,197.00
23	Feroza Garments Ltd. Attn: Nazrul Islam Mazumder 3 Sujat NagarSultan Mansion, 2nd Floor Mirpur, Dhaka Bangladesh	Attn: Nazrul Islam Mazumder Phone: 88-02-9830348 Email: nassa@nassagroup.org	Trade Payable				\$4,614,975.00
24	MTD Products Inc. Attn: Derek Kaesgen, Deputy General Counsel 5903 Grafton Road Valley City, Ohio 44280-9329	Attn: Derek Kaesgen, Deputy General Counsel Phone: 330-558-7550 Email: derek.kaesgen@mtdproducts.com	Trade Payable				\$4,493,593.00
25	Jordache Limited Attn: Cliff Lelonek, President 1400 Broadway, 14th and 15th Floor New York, New York 10018-5336	Attn: Cliff Lelonek, President Phone: 212-944-1330 Email: clelonek@jordache.com	Trade Payable				\$4,381,183.00
26	City Choice Limited Attn: Steve Meyers Unit 5 6/F Hong Leong Ind. Complex No 4 Wang Kwong Road Kowloon Hong Kong	Attn: General Counsel Phone: 852-27576068 Email: sukichan@solarxhk.com terry@solarxhk.com	Trade Payable				\$4,337,049.00
27	Deloitte & Touche LLP Attn: Jim Berry, Partner 2200 Ross Avenue, Suite 1600 Dallas, Texas 75201	Attn: Jim Berry, Partner Phone: 214-840-7360 Email: jiberry@deloitte.com	Trade Payable				\$4,177,800.00
28	Thanh Cong Textile Garment Investment Trading Joint Stock Company Attn: Lee Jong 36 Tay Thanh Street Tay Thanh Ward Tan Phu Dist Ho Chi Minh City 708500 Vietnam	Attn: Lee Jong Phone: 84 8 381 53962 Email: leejm@thanhcong.com.vn	Trade Payable				\$4,177,341.00
29	Cleva Hong Kong Ltd. Attn: Tammy Harvey 303 Des Voeux Road Central Hong Kong	Attn: Tammy Harvey Phone: 0086(0)512 8227 5805 Email: tammy.harvey@cleva-na.com	Trade Payable				\$4,151,063.00

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
30	International Business Machine Attn: Bruce E. Friedrich, Counsel Legal Department - Chicago Office Global Markets 71 South Wacker Drive, Seventh Floor Chicago, Illinois 60606	Attn: Bruce E. Friedrich Counsel Phone: Email: bfriedr@us.ibm.com	Trade Payable				\$4,067,093.00
31	Procter & Gamble Distributing Attn: Deborah P. Majoras, Chief Legal Officer & Secretary One Procter & Gamble Plaza Cincinnati, Ohio 45202	Attn: Deborah P. Majoras Chief Legal Officer & Secretary Phone: Email: Majoras.DP@pg.com	Trade Payable				\$4,065,580.00
32	Mien Co, Ltd. Attn: Michelle Chan A5-B, Blk A, 12/F, Hongkong Ind Centre 489-491 Castle Peak Rd Lai Chi Kok, Kowloon Hong Kong	Attn: President or General Counsel Phone: 00 852 93014248 Email: michelle@mien-co.com	Trade Payable				\$4,057,082.00
33	Eastern Prime Textile Limited Attn: Carol Yim Unit F 10/F, King Win Fty Bldg No. 65-67 King Yip St Kwun Tong, Kowloon Hong Kong	Attn: Carol Yim Phone: 86-769-83626002 Email: carol@eastern-prime.com	Trade Payable				\$3,413,816.00
34	Weihai Lianqiao International Cooperation Group Attn: Sarah Wong No. 269, West Wenhua Road Hi-Tech Deve Zone Weihai China	Attn: Sarah Wong Phone: 86 631 5678612 Email: sarah_wong@southocean.com	Trade Payable				\$3,044,370.00
35	BST International Fashion Limited Attn: Emily Nip Suite 2301B 23/F Skyline Tower No.39 Wang Kwong Road Kowloon Bay Hong Kong	Attn: Emily Nip Phone: 852-3471 0600 Email: enip@frontline-hk.com	Trade Payable				\$2,966,541.00
36	Winners Industry Company Limited Attn.: Kitty Chow Unit A, Wah Lung Building 49-53 Wang Lung Street, Tsuen wan, New Territories Hong Kong	Attn.: Kitty Chow Phone: 0769-39016338 Email: kitty@winnersarts.com	Trade Payable				\$2,964,394.00
37	SITEL c/o Frost Brown Todd LLC Attn: Edward M. King, Esq. 400 West Market Street, Suite 3200 Louisville, Kentucky 40202	Attn: Edward M. King, Esq. Phone: 502-568-0359 Email: tking@fbtlaw.com	Trade Payable				\$2,849,008.00
38	Coyote Attn: Jason Rice 2545 W. Diversey Avenue, 3rd Floor Chicago, Illinois 60647	Attn: Jason Rice Phone: 847-295-2424 Email: Jason.rice@coyote.com.	Trade Payable				\$2,734,955.00
39	Chamberlain Manufacturing Corp. Attn: Colleen M. O'Connor, VP Finance & Treasurer 300 Windsor Drive Oak Brook, Illinois 60523-1510	Attn: Colleen M. O'Connor, VP Finance & Treasurer Phone: 630-530-6848 Email: colleen.oconnor@chamberlain.com	Trade Payable				\$2,716,078.00
40	Knights Apparel Inc. Attn: Joia Johnson, Chief Administrative Officer & General Counsel 1000 East Hanes Mill Road Winston Salem, North Carolina 27105	Attn: Joia Johnson, Chief Administrative Officer & General Counsel Phone: 336-519-5360 Email: Joia.Johnson@hanes.com	Trade Payable				\$2,623,712.00

**Fill in this information to identify the case:**

Debtor name: Sears Holdings Corporation et al.,  
United States Bankruptcy Court for the: Southern District of New York  
(State)  
Case number 18-23538 (RDD) (Jointly Administered)

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors<sup>12/15</sup>

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 18, 2018  
MM / DD / YYYY

X

/s/ Mohsin Y. Meghji  
Signature of individual signing on behalf of debtor

Mohsin Y. Meghji  
Printed name

Chief Restructuring Officer  
Position or relationship to debtor